

**CONSTITUTION of the
ISLE IN THE RIVER REVIEW THEATRE COMPANY**

(Revised and ratified at AGM, June 10, 2017)

ARTICLE I

The **name** of this organization shall be: *Isle in the River Review Theatre Company*, also referred to as *Isle in the River Theatre Company* or *ITR*. The **postal address** being: P.O. Box 645, Osgoode, ON K0A 2W0.

ARTICLE II

The **objectives** of this organization are to provide for Osgoode and Rideau-Goulbourn Wards of the City of Ottawa (and surrounding areas) the following:

- i. A non-profit theatrical company
- ii. Theatrical productions at affordable prices
- iii. Community involvement in the performing arts

ARTICLE III

Membership in this organization shall be limited to those willing to support the objectives outlined in Article II.

Members shall be subject to an annual membership fee in the amount of \$10.00. This fee can be changed by a majority vote of the ITR Executive.

ARTICLE IV

The **Board of Directors** of this organization shall be as follows:

Executive Officers:

- **President**
- **Vice President**
- **Treasurer**
- **Secretary**

Directors:

- **Up to 5 Directors-at-large**

Ex-Officio:

- **Immediate Past President**

At least five of the Board positions, including the President and Vice-President, shall be elected by the membership at the Annual General Meeting. If not enough positions are filled at the AGM, the elected officers may recruit and appoint the additional Board members as required. The Board may vote at any time to add more directors if deemed necessary or advisable to carry out the work of the Board.

ARTICLE V

The **Board** of this organization shall be composed of the executive officers and directors, and shall be presided over by the **President** as Chair.

The **Board** shall meet 8 or more times a year at the call of the Chair, and minutes of these meetings shall be recorded by the **Secretary**. If an in-person meeting is not possible, the meeting may be conducted via electronic communication.

Quorum for a Board meeting shall be 50% + 1 board members, including the President or Vice-President replacing the President.

The Chair (President or Vice-President) may vote on a motion only for the purpose of breaking a tied vote. The Immediate Past President is an Ex Officio member who has no vote at a board meeting.

The **passing of any motion by the Board** shall require a simple majority of votes by officers and board members present in favour of the motion.

In the event that any **Executive Officer** or **Director** position becomes vacant, the **Executive** may appoint an interim successor to said office to serve the remainder of the term.

*An **Executive Officer** or **Director** position shall be deemed **vacant** if:*

- i. The executive receives a letter of resignation from the incumbent of said office*
- ii. The incumbent of that office fails to attend at least two thirds of Board meetings, providing that the incumbent has been duly notified of the time and place of the Board meetings and that there is a unanimous consent from the remaining Board members to declare the office vacant.*

To **alter a decision made by the Board**, a special meeting, of which all members are notified, may be called. It shall require the approval of two-thirds of those present, including proxies, to alter the Board decision.

ARTICLE VI

General Membership Meetings shall be held periodically, with time and location to be determined by the **Board**.

*Beginning in 2013, an **Annual General Meeting** shall be held within 6 weeks following the end of the Spring production. The business of the Annual General Meeting will include:*

- i. The election of a new Board;*
- ii. Tabling, debate, and voting on any proposed amendments to the constitution, rules and regulations.*

ARTICLE VII

No part of the **Financial Property, Assets, and/or Net Earnings of ITR** shall be used for the personal benefit of any members.

No financial asset of ITR may be disbursed, other than in payment for goods, services or real property delivered to ITR, as a community outreach initiative in support of theatre arts, as a charitable grant to a qualified charity or scholarship award to a qualified donee, or in payment of assessed government taxes without the approval of the membership at a General Meeting.

No financial asset of ITR may be deposited, invested, or otherwise allocated, other than deposited in an account to the credit of ITR at a Canadian chartered bank, without approval of the membership at a General Meeting.

No material properties of ITR shall be taken, borrowed, or otherwise used for any purpose or function other than an ITR-sponsored function without express permission of the Board of directors.

ARTICLE VIII

All members must abide by the rules and regulations.

The **constitution, Rules and Regulations can be changed** at the annual general meeting, or at a special meeting of which all members are notified of the proposed changes in writing at least two weeks in advance. It shall require the approval of two-thirds of those present including proxies to alter, add or delete any rule, regulation, or article of this constitution.

ARTICLE IX

The **dissolution of ITR** may occur by a two-thirds vote of the membership.

Upon dissolution, properties and assets shall be distributed as follows:

- i. All liabilities and obligations of ITR shall be paid, satisfied, and discharged.*
- ii. Any remaining assets shall be transferred or conveyed to a non-profit, community-based theatrical group, provided that no part of the assets shall be distributed to any member of ITR. This distribution shall not take place until one year after the date of dissolution.*

ARTICLE X

A **quorum for a regular general business meeting or Annual General Meeting** shall be defined as those present, as long as the meeting date has been posted on the ITR website at least four weeks prior to the meeting.

ARTICLE XI

ITR shall strive to produce at least two performances annually.

The performances, their directors and their producers shall be chosen or approved by the Board of Directors at least three months prior to the intended opening night of the play.

The Board may approve any request or proposal by any member for the sponsorship of ITR, including the use of any ITR facility or property, for any activity that promotes or produces the performing arts in the Osgoode or Rideau- Goulbourn Wards of the City of Ottawa and surrounding areas.

RULES AND REGULATIONS OF ISLE IN THE RIVER REVIEW THEATRE COMPANY

Duties of Elected Officers and Directors

Specified duties will be executed by the named officers, below. The list of general duties, which follows, identifies duties to be performed by the Officers and Directors of ITR without assigning them to specific officers or directors; they may be executed by any members of the Board, as determined by the Executive from time to time. The Executive may also add or delete certain duties, as required.

Specified duties:

President

- A. Shall preside at all meetings.
- B. Shall call all General Meetings and arrange for a meeting place.
- C. Shall prepare an agenda for each General Meeting.
- D. Shall call and preside at all Board and Executive Meetings.
- E. Shall provide liaison with Directors and Officers.
- F. Shall sign all contracts.

Vice-President

- A. Shall assume the duties and responsibilities of the President in his/her absence.
- B. Shall assume further responsibilities at the request of the President.

Immediate Past President

- A. Shall advise and assist where possible based on experience.
- B. Shall assume further responsibilities at the request of the President.

Treasurer

- A. Shall prepare and keep all financial accounts.
- B. Shall receive and disburse monies.
- C. Shall present an annual financial report to the AGM and a financial report to the Board after each production and at the request of the President.
- D. Shall be responsible for the collection of membership and patron fees, donations and other monies and the issuance of appropriate business, tax and charitable receipts.
- E. Shall ensure that a mechanism is in place whereby the signatures of the Treasurer and one other member of the Executive are required on all cheques and/or vouchers.
- F. Shall ensure that ITR meets all reporting and other requirements to maintain its status as a registered charity.
- G. Shall complete and submit all required documentation to Corporations Canada.
- H. Shall submit applications for grants and submit semi-annual HST refund forms to Canada Revenue Agency.
- I. Shall ensure that all bills are paid.

Secretary

- A. Shall ensure that the minutes of all meetings are recorded.
- B. Shall ensure that all Board members are notified of Board meetings and that all ITR members are notified of General Meetings.
- C. Shall ensure that all correspondence is attended to.
- D. Shall maintain an up-to-date contact list of officers, directors, members and patrons.

General Duties:

Building manager: shall be responsible for care and maintenance of the building that ITR uses as a headquarters (e.g., snow plowing, grass cutting, oil furnace fill up, repairs to building, insurance on building).

Inventory manager: shall be responsible for maintenance, care, and storage of all material properties and assets of ITR (e.g., sound and light system, props, costumes, flats).

Facility liaison: shall be responsible for reservation of the Osgoode Arena or other public presentation facilities for performances, rehearsals and other events as required.

Webmaster: shall be responsible for maintaining and updating the ITR website on an ongoing basis, with substantial reviews and updates to be performed at least 4 times annually (3 months before and 2 weeks after each production).

Mail and messages: shall be responsible for retrieval and distribution, as required, of ITR mail, e-mail and voice messages. This shall be performed twice a week except during the periods leading up to a production, when e-mail and voice mail should be retrieved at least once daily.

Volunteer co-ordinator: shall recruit new volunteers and maintain a data base of past volunteers, including contact information and preferred areas of activity.

Production manager: shall act as Producer or shall appoint a Producer for ITR productions, shall ensure that the Producer is provided with the information he or she needs to perform the duties of the Producer, and shall act as liaison between the Producer and the Board.

Business manager: shall develop and implement strategies for promoting the growth of ITR and ensuring its future stability, e.g. by developing new markets, seeking new revenue sources, exploring possibilities for building a theatre facility in Osgoode or Rideau-Goulbourn wards, and other strategies as may be appropriate from time to time.

Community liaison: shall establish and maintain relationships with businesses and individuals in the communities served by ITR, to enhance the likelihood that they will become sponsors, advertisers or patrons of ITR and otherwise support its mandate.

Seniors liaison: shall establish and maintain relationships with seniors' residences and organizations serving seniors in Osgoode and Rideau-Goulbourn wards, in order to facilitate their attendance at ITR productions and ensure that ITR productions contribute to meeting the entertainment needs of seniors in its community.

Community theatre liaison: shall establish and maintain relationships with other community theatre groups, and seek out opportunities for inter-group collaboration and mutual benefit.

ITR Newsletter Editor: shall solicit and collect content for the ITR newsletter and ensure that the newsletter is sent out at least twice a year to all members, patrons and sponsors as well as to other members of the public who have asked to receive it.

Media and Public Relations: shall ensure that ITR receives significant coverage by local media on an ongoing basis, and especially in the period of time leading up to a production.

Membership

- A. Members are those who have paid their current annual membership fees. As well, patrons of ITR are deemed to be members, with voting privileges.
- B. Only members may participate in ITR productions.
- C. Members shall have a single vote at General Meetings and at Annual General Meetings.
- D. Non-payment of membership fees shall result in withdrawal of membership privileges. Fees are due within 4 weeks of joining.
- E. All members must sign a waiver which indemnifies the Executive in the case of an accident or injury while participating in ITR activities.
- F. For the purposes of the Annual General Meeting, a member is defined as one whose membership (or patronship) is paid up at the time of the Annual General Meeting.
- G. Any member may table a motion at a General Meeting.

Reading Committee

- A. The purpose of the reading committee is to collectively read and evaluate plays for their suitability for production by ITR.
- B. Any member of ITR may become a member of the Reading Committee.
- C. A Chair for the reading committee will be selected by the Board of Directors. The Chair's term will be determined through negotiation with the Executive.
- D. The Chair will select and order plays for consideration, after seeking guidance from the Board. The Committee will then circulate and read these plays over the season.
- E. If a qualified individual expresses an interest in directing a certain play, this play will be given particular consideration.
- F. The Reading Committee, via its Chair, will recommend at least two full-length plays to the incoming Board before the end of January for production during the current calendar year.
- G. The Reading Committee will meet at least two times per year, one of which will be within six weeks prior to the Annual General Meeting.

Patrons

- A. Patrons are financial supporters of ITR and are also deemed to be members, with all privileges pertaining to members.
- B. Patron levels (donation amount and benefits accruing) will be determined by the ITR executive and reviewed periodically.
- C. Benefits to patrons may include free tickets to future performances and/or mention on the ITR web-site, and other benefits as may be determined by the Board. All patrons will receive a charitable receipt for their financial support, reflecting the amount of their donation in excess of the value of the benefits they receive.
- D. Patron subscriptions will be reviewed and renewals will be sought prior to each production (e.g., in February and September).

Honourary Patrons

- A. Honourary Patrons are patrons whose support is not of a financial nature. They shall receive tickets and a copy of the newsletter, similar to patrons.
- B. Honourary Patrons are those recognized by the Board for their outstanding support of ITR.